

INVESTOOLS INC  
Form 8-K  
February 01, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported)**  
**February 1, 2005 (January 26, 2005)**

**INVESTOOLS INC.**

Exact Name of Registrant as Specified in its Charter

**DELAWARE**

State of Incorporation or Organization

**0-31226**

(Commission File Number)

**76-0685039**

(I.R.S. Employer Identification No.)

**585 East 1860 South, Provo, Utah**  
Address of Principal Executive Offices

**84606**  
Zip Code

**(281) 588-9102**

Registrant's telephone number,  
including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 9.01**

**Financial Statements and Exhibits.**

(a) **Financial Statements of Business Acquired.** As permitted by Item 9.01(a)(4) of Form 8-K, the Company will, if required, file the financial statements required by Item 9.01(a)(1) of Form 8-K pursuant to an amendment to this Current Report on Form 8-K within 75 calendar days after the date of the Agreement.

(b) **Pro Forma Financial Information.** As permitted by Item 9.01(b)(2) of Form 8-K, the Company will, if required, file the pro forma financial information required by Item 9.01(b)(1) of Form 8-K pursuant to an amendment to this Current Report on Form 8-K within 75 calendar days after the date of the Agreement.

(c) Exhibits.

2.1 Stock Purchase Agreement dated as of January 26, 2005, among the Company, Prophet Financial, each of Timothy Knight and Andreas Bechtolsheim, and each of the individuals or entities listed on Exhibit A thereto.

10.1 Executive Employment Agreement dated January 26, 2005, by and between the Company and Timothy Knight.

99.1 Press Release dated January 27, 2005 issued by the Company.

**SIGNATURES**



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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INVESTOOLS, INC.

By:           /s/           Paul A. Helbling  
  Paul A. Helbling  
  Chief Administrative Officer

Dated: February 1, 2005



**EXHIBIT INDEX**

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<b>No.</b>	<b>Description</b>
2.1	Stock Purchase Agreement dated as of January 26, 2005, among the Company, Prophet Financial, each of Timothy Knight and Andreas Bechtolsheim, and each of the individuals or entities listed on Exhibit A thereto.
10.1	Executive Employment Agreement dated January 26, 2005, by and between the Company and Timothy Knight.
99.1	Press Release dated January 27, 2005 issued by the Company.